

McCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW

SUITE 4000

309 SMITHFIELD STREET

PITTSBURGH, PENNSYLVANIA 15222

AREA CODE 412

TELEPHONE 566-1818

JOHN A. McCANN
1891-1972FACSIMILE:
(412) 566-1817G. GRAY GARLAND, JR.
EDMUND W. RIDALL, JR.
CHARLES R. BURKE
EDWARD C. WACHTER, JR.
STEPHEN JURMAN
MICHAEL J. WOODRING
THEA G. EVANKOVICH
EWING C. BASHOR
GRETCHEN G. DONALDSON
BERNARD J. BERCIK, JR.

June 23, 1989

16403
JUN 26 1989 - 2 30 PM
INTERSTATE COMMERCE COMMISSIONSecretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are two (2) executed counterparts of a Bill of Sale dated as of June 23, 1989.

A general description of the railroad equipment covered by by the enclosed document is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
	4300 cubic foot capacity,	55	CRL 1003,
	100 ton truck capacity		CRL 1224-1233,
	Aluminum/Steel Bethgon		inclusive,
	Coalporter cars		CRL 1234-1277,
			inclusive

The names and addresses of the parties to the enclosed document are:

BUYER: Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

SELLER: Bethlehem Steel Corporation
Bethlehem, PA 18016

A fee of \$ 13.00 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Handwritten note:
C. Garland
M. McCann
J. Ridall
B. Burke

Bill of Sale from Bethlehem Steel Corporation to Westinghouse Credit Corporation dated June 23, 1989 covering fifty-five (55) railroad cars, numbered CRL 1003, CRL 1224-1233, inclusive, and CRL 1234-1277, inclusive.

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

By *Michael J. Woodring /SKD*
Michael J. Woodring

Enclosure

07LT31/67
51989-1410

Interstate Commerce Commission
Washington, D.C. 20423

6/26/89

OFFICE OF THE SECRETARY

Michael J. Woodring
McCann, Garland Riddall & Burke
309 Smithfield Street
Suite 4000
Pittsburgh, PA. 15222

Dear: **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **6/26/89**, at **2:30pm**, and assigned recordation number(s). **16403**

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. **16403** FILED 1425

JUN 26 1989 -2 30 PM

INTERSTATE COMMERCE COMMISSION

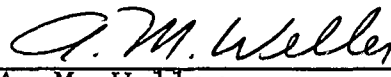
BILL OF SALE

BETHLEHEM STEEL CORPORATION, (hereinafter called the "Builder") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration to it paid, the receipt of which is hereby acknowledged, in full payment for the railroad equipment hereinafter specified, does hereby sell, assign, transfer and set over to Westinghouse Credit Corporation (hereinafter called the "Company"), all right, title and interest of the Builder in the equipment specified in Schedule A attached hereto, all of which equipment has been delivered by the Builder to the Company pursuant to the terms of that certain Agreement (hereinafter called the "Agreement") dated as of April 17, 1989, between the Builder and the Company.


And the Builder hereby warrants to the Company that at the time of delivery of each unit of the equipment to the Company the Builder had legal title to such unit, free from all liens, claims and encumbrances.

IN WITNESS WHEREOF, the Builder has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, this 23rd day of June, 1989.

BETHLEHEM STEEL CORPORATION

By 
A. M. Weller
Vice President and Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF LEHIGH) SS.

On this 23rd day of June, 1989, before me,
personally appeared A. M. Welles, to me personally
known, who being by me duly sworn, says that he is a Vice President
and Treasurer of Bethlehem Steel Corporation,
that the seal affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed on behalf of said corporation by authority of
its Board of Directors; and he acknowledged that the execution
of the foregoing instrument was the free act and deed of said
corporation.

Ethel H. Vary
Notary Public

CLAW.SJS23.C545

NOTARIAL SEAL
Ethel H. Vary, Notary Public
City of Bethlehem, Lehigh County, Pa.
My Commission Expires July 17, 1990

SCHEDULE A TO BILL OF SALE
FROM BETHLEHEM STEEL CORPORATION TO
WESTINGHOUSE CREDIT CORPORATION

Description of Railroad Equipment referred to in the
foregoing Bill of Sale:

<u>Number of Units</u>	<u>Description of Equipment</u>	<u>Individual Numbers</u>
55	Aluminum/Steel Bethgon Coalporter Cars	CRL 1003 CRL 1224-1233, inclusive CRL 1234-1277, inclusive